

B7 (Official Form 7) (04/13)

United States Bankruptcy Court
District of Utah

In re **Naartjie Custom Kids, Inc.**

Debtor(s)

Case No. **14-29666**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$19,778,890.00	1/29/12 - 2/2/13: Gross Profit
\$19,028,362.00	2/3/13 - 2/1/14: Gross Profit
\$10,116,244.00	2/2/14 - 9/11/14: Gross Profit

2. Income other than from employment or operation of business

None

☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$30,972.00	1/29/12 - 2/2/13: Interest

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AMOUNT	SOURCE
\$624,202.00	1/29/12 - 2/2/13: Franchise / Royalty Income
\$127,169.00	1/29/12 - 2/2/13: Miscellaneous Income
\$51,520.00	2/3/13 - 2/1/14: Franchise / Royalty Income
\$703,900.00	2/3/13 - 2/1/14: Miscellaneous Income
\$25,000.00	2/2/14 - 9/11/14: Franchise / Royalty Income
\$9,369.00	2/2/14 - 9/11/14: Miscellaneous Income

3. Payments to creditors

None ☒ *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached list		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Glenn Wood 1807 Cottonwood Glen Salt Lake City, UT 84117 CEO	Bi-weekly salary since 11/8/14	\$208,567.15	\$0.00
Glenn Wood 1807 Cottonwood Glen Salt Lake City, UT 84117 CEO	10/13 - 3/1/14 for relocation expenses per employment agreement	\$19,434.37	\$20,565.63
Petro Wood 1807 Cottonwood Glen Salt Lake City, UT 84117 Accounting manager and spouse of CEO	Bi-weekly salary since 3/14/14	\$27,452.87	\$0.00

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
A & G Realty 445 Broadhollow Drive, Suite 410 Melville, NY 11747	8/26/2014	25,000.00	
		25,000.00	0.00
ADP Payroll, Inc. PO Box 78415 Pheonix, A 85062-8415	6/20/2014	347.64	
	6/27/2014	4,919.34	
	7/7/2014	119.47	
	7/11/2014	110.71	
	7/11/2014	1,005.93	
	7/18/2014	110.79	
	7/25/2014	5,226.77	
	8/1/2014	110.79	
	8/8/2014	1,088.27	
	8/15/2014	116.58	
	8/22/2014	1,337.14	
	8/29/2014	3,804.21	
		18,297.64	968.77
Airport Corporate Center 533 Airport Blvd. #225 Hillborough, CA 94010	6/23/2014	6,018.50	
	7/22/2014	6,018.50	
	8/20/2014	6,018.50	
		18,005.50	0.00
Affiliate Traction 2125 Delaware Avenue Suite E Santa Cruz, CA 95060	7/17/2014	7,100.00	
	7/31/2014	2,780.28	
	8/20/2014	496.8	
	8/28/2014	5,400.00	
		15,777.08	10,834.22
Alderwood Mall LLC SDS - 12 - 3019 PO Box 86 Minneapolis, MN 55486-3019	6/23/2014	9,468.64	
	7/22/2014	9,252.20	
		18,720.84	9,252.20
Amanda Sloan 160 North Bellaire Avenue Louisville, KY 40206	7/2/2014	1,604.00	
	7/24/2014	1,831.94	
	8/28/2014	2,916.61	
		6,352.55	1,304.69

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
American Express	7/2/2014	11,886.60	
PO Box 650448	8/7/2014	8,976.32	
Dallas, TX 75265-0448	9/10/2014	10,448.28	
		31,311.20	0.00
Atlanta Outlet Shoppes LLC	6/23/2014	6,203.95	
PO Box 809324	7/22/2014	6,558.11	
Chicago, IL 60680-9324		12,762.06	6,558.01
BCNY International, Inc.	7/9/2014	146,975.00	
25 Newbridge Road, Ste. 405	8/11/2014	159,794.40	
Hicksville, NY 11801-0000		306,769.40	177,867.75
Bridgewater Commons Mall II, LLC	6/23/2014	13,763.20	
SDS-12-2893	7/22/2014	14,118.21	
PO Box 86			
Minneapolis, MN 55486-2893		27,881.41	13,763.20
Carolina Place, LLC	6/23/2014	8,266.68	
SDS-12-3058	7/22/2014	8,078.31	
PO Box 86			
Minneapolis, MN 55486-3058		24,611.67	8,266.68
CBL – Friendly Center CMBS, LLC	6/23/2014	8,354.68	
PO Box 74480	7/22/2014	8,479.53	
Cleveland, OH 44194-4480		25,313.74	8,479.53
CBL-T-C LLC	6/23/2014	9,730.71	
West County Mall CMBS, LLC	7/22/2014	4,924.65	
PO Box 74045	8/20/2014	7,327.68	
Cleveland, OH 44119		21,983.04	0.00
Century City Mall, LLC	6/23/2014	16,625.87	
c/o Bank Of America	7/22/2014	16,625.87	
File#7950	8/20/2014	16,625.87	
7950 Collection Center Drive			
Chicago, IL 60693		49,877.61	0.00
Cigna	6/26/2014	51,553.83	
5476 Collections Center Dr.	7/24/2014	55,701.96	
Chicago, IL 60693-0547	8/20/2014	50,861.26	
		158,117.05	0.00

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Colorado Department of Revenue Denver, CO 80261-0013	6/19/2014 7/23/2014 8/20/2014	2,659.00 1,748.00 2,530.00 6,937.00	0.00
County of Santa Clara Property Tax Tax Collector-Santa Clara County County Government Center, East Wing 70 W Hedding St San Jose, CA 95110-1767	8/20/2014	8,117.32 8,117.32	0.00
Craig Realty Group PO Box 849871 Los Angeles, CA 90084-9871	6/23/2014 7/22/2014 8/20/2014	6,783.14 6,783.14 6,783.14 20,349.42	0.00
Danbury Fair Mall Danbury Mall LLC PO Box 849548 Los Angeles, CA 90084-9548	6/23/2014 7/22/2014 8/20/2014	10,576.35 11,092.43 11,092.43 32,761.21	0.00
Delaware Secretary of State –Check Division of Corporations PO Box 5509 Binghamton, NY 13902-5509	9/8/2014	8,750.00 8,750.00	0.00
Dorsey & Whitney 136 South Main Street, Suite 1000 Salt Lake City, UT 84101 ** these payments are for services not related to debt counseling or bankruptcy	6/17/2014 7/2/2014 7/10/2014 7/17/2014 8/20/2014 9/10/2014 9/11/2014	961.50 830.25 57.10 3,964.00 2,610.51 5,717.17 5,190.98 19,331.51	0.00
Eastview Mall, LLC PO Box 8000 Dept #976 Buffalo, NY 14267	6/23/2014 7/22/2014 8/20/2014	10,869.29 10,175.02 7,766.17 28,810.48	0.00
Fairfax Company of Virginia LLC c/o Commerica Bank Department 56501 PO Box 67000 Detroit, MI 48267-0565	6/23/2014 7/22/2014	7,271.93 7,271.93 14,542.00	7,271.93

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Fashion Outlets of Chicago LLC	6/23/2014	9,645.41	
PO Box 848927	7/22/2014	9,645.41	
Los Angeles, CA 90084-8927	8/20/2014	9,645.41	
		28,936.23	0.00
Fashion Square	6/23/2014	7,571.25	
Bank of America	7/22/2014	7,576.41	
File #56991			
Los Angeles, CA 90074-6991		15,147.66	7,571.25
Flatiron Property Holding, LLC	6/23/2014	15,641.42	
PO Box 511417	7/22/2014	12,530.15	
Los Angeles, CA 90051-7972	8/20/2014	2,905.24	
		31,076.81	0.00
G&I VII Redmond Retail Holdings, LP	6/23/2014	9,694.94	
PO Box 742668	7/22/2014	9,712.39	
Atlanta, GA 30374-2668	8/20/2014	9,712.39	
		29,119.72	0.00
Galleria at Roseville	6/23/2014	9,694.17	
PO Box 31001-0782	7/22/2014	9,106.27	
Lockbox 910782			
Pasadena, CA 91110-0782		18,800.44	9,694.17
GGP Limited Partnership-Rouse Fashion Place	6/23/2014	8,913.61	
SDS-12-2780	7/22/2014	10,670.11	
PO Box 86			
Minneapolis, MN 55486-2780		19,583.72	10,670.11
GGP Staten Island Mall LLC	6/23/2014	14,374.59	
SDS-12-2730	7/22/2014	12,953.15	
PO Box 86			
Minneapolis, MN 55486-2730		25,044.70	13,101.95
Glendale I Mall Associates, LLC	6/23/2014	10,486.01	
Glendale Galleria	7/22/2014	10,871.47	
PO Box 860116			
Minneapolis, MN 55486-0116		21,357.48	10,486.01
GWL Realty Advisors Inc, ITF	6/23/2014	3,047.68	
1 City Center Drive	7/25/2014	3,055.22	
Suite 300Mississauga, ON L5B 1M2	8/21/2014	3,005.38	
CANADA		9,108.28	0.00

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Hocker Oxmoor, LLC	6/23/2014	11,588.31	
Oxmoor Center Mall	7/22/2014	11,588.31	
SDS 12-3059	8/20/2014	11,588.31	
PO Box 86			
Minneapolis, MN 55486-3059		34,764.93	0.00
Horizon Group Properties	6/23/2014	7,460.94	
PO Box 809602	7/22/2014	7,460.94	
Chicago, IL 60691-0602		14,921.91	7,460.94
Illionois Department of Revenue	6/19/2014	6,250.00	
PO Box 19013	7/23/2014	4,726.00	
Springfield, IL 62794-9013	8/20/2014	6,117.00	
		17,093.00	0.00
Inetz Media Group	6/19/2014	6,941.00	
1055 East 3900 South	6/26/2014	5,292.50	
Salt Lake City, UT 84124	7/31/2014	12,771.45	
	9/10/2014	6,941.00	
		31,945.95	24,387.75
Konnect Public Relations	6/26/2014	5,000.00	
888 South Figueroa Street	7/31/2014	5,037.17	
Suite 630	8/28/2014	5,606.39	
Los Angeles, CA 90017		15,643.56	0.00
La Cantera Retail Limited Partnership	6/23/2014	12,585.01	
SDS-12-2532	7/22/2014	12,585.01	
PO Box 86			
Minneapolis, MN 55486-2532		25,170.02	12,579.67
LEI Customs Brokers Inc.	7/10/2014	8,330.38	
30 Midair Court	7/17/2014	162.5	
Brampton, ON L6T 5V1	8/12/2014	13,433.30	
CANADA		21,926.18	0.00
Mall of Georgia, LLC	6/23/2014	12,055.10	
PO Box 643741	7/22/2014	12,055.10	
Pittsburgh, PA 15264-3741		24,110.20	11,315.45
MetLife Small Business Center	6/26/2014	3,856.14	
P.O. Box 804466	7/24/2014	4,863.96	
Kansas City, MO 64180	8/20/2014	3,858.74	
		12,578.84	0.00

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Mid-America Overseas, Inc. 39033 Eagle Way Drive Chicago, IL 60678-1390	7/17/2014 8/15/2014 8/21/2014	29,556.58 53,013.62 118,200.02	
		200,770.22	237,652.91
Milpitas Mills Limited Partnership PO Box 409714 Atlanta, GA 30384-9714	6/23/2014 7/22/2014	11,068.30 11,890.90	
		22,959.20	11,068.30
MOAC Mall Holdings LLC NW 5826 PO Box 1450 Minneapolis, MN 55485-5826	6/23/2014 7/22/2014	14,146.07 13,335.84	
		27,481.91	13,335.84
Montgomery Mall LLC c/o Bank of America File # 54738 Los Angeles, CA 90074-4738	6/23/2014 7/22/2014	9,345.41 9,390.95	
		18,736.36	9,390.95
Natick Mall, LLC SDS -12 – 3111 PO Box 86 Minneapolis, MN 55486-3111	6/23/2014 7/22/2014	11,998.37 11,998.37	
		23,996.74	11,351.62
National Accounts, Inc. PO Box 826369 Philadelphia, PA 19182-6369	6/19/2014 6/26/2014 7/10/2014 7/14/2014 7/17/2014 8/7/2014 8/15/2014 8/28/2014	577.84 566.59 503.18 2,971.45 1,090.72 389.03 316.84 702.84	
		7,118.49	1,687.27
New York State Sales Tax PO Box 151686 Albany, NY 12212-5168	6/19/2014 7/23/2014 8/20/2014	7,072.98 5,649.39 7,060.27	
		19,782.64	0.00
North Point Mall, LLC SDS-12-3051 PO Box 86 Minneapolis, MN 55486-3051	6/23/2014 7/22/2014	9,294.17 10,878.62	
		20,172.79	10,864.81

Naartjie Custom Kids, Inc.

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STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
North Star Mall, LLC	6/23/2014	10,778.10	
SDS-12-2770	7/22/2014	10,778.10	
PO Box 86			
Minneapolis, MN 55486-2770		21,556.20	10,778.10
Oak Park Mall, LLC	6/23/2014	8,329.44	
P.O. Box 74758	7/22/2014	8,329.44	
Cleveland, OH 44194-4758	8/20/2014	8,329.44	
		24,988.32	0.00
Office Depot	6/19/2014	1,346.51	
PO Box 70025	6/27/2014	4,039.30	
Los Angeles, CA 90074-0025	7/2/2014	1,536.75	
	7/10/2014	906.69	
	7/17/2014	355.24	
	7/31/2014	1,274.57	
	8/7/2014	4,658.57	
	8/15/2014	1,257.73	
	8/20/2014	606.95	
	8/28/2014	3,430.47	
		19,412.78	8,458.92
Olivia Murphy	7/10/2014	2,854.68	
PO Box 847	8/28/2014	2,579.60	
La Center, WA 98629		5,434.28	0.00
Precision Graphics	6/19/2014	4,617.87	
P.O. Box 236	6/26/2014	912.94	
Centerville, 84014-0236	7/10/2014	1,287.73	
	7/31/2014	2,738.52	
	8/7/2014	9,534.92	
	8/28/2014	302.61	
		19,394.59	21,184.4
Rancho Mall, LLC	6/23/2014	7,793.57	
PO Box 72439	7/22/2014	7,905.25	
Cleveland, OH 44192		15,698.82	7,793.57
Rocky Mountain	6/19/2014	2,516.62	
PO Box 26000	7/24/2014	2,818.98	
Portland, OR 97256-0001	8/15/2014	3,643.24	
		8,978.84	3,204.82

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
RPAI Southwest Management LLC 15105 Collections Center Dr. Chicago, IL 60693-5105	6/23/2014 7/22/2014	6,124.33 6,124.33 ----- 12,248.66	6,124.34
SA Galleria IV, LP 1481 Paysphere Circle Chicago, IL 60674	6/23/2014 7/22/2014	16,671.68 16,671.68 ----- 33,343.76	16,671.68
Shops at Mission Viejo LLC 7415 Solution Center Chicago, IL 60677-7004	6/23/2014 7/22/2014	7,910.38 7,910.38 ----- 15,820.76	8,682.50
South Towne Center PO Box 849438 Los Angeles, CA 90084-9438	6/23/2014 7/22/2014 8/20/2014	8,148.58 8,148.58 8,148.58 ----- 24,445.74	0.00
Southpoint Mall LLC SDS-12-2886 PO Box 86 Minneapolis, MN 55486-2886	6/23/2014 7/22/2014	10,060.18 10,732.24 ----- 20,792.42	10,105.18
Soxnet, Inc. 235 South 6 th Ave La Puente, CA 91746	7/17/2014 8/15/2014	25,609.45 53,841.10 ----- 79,450.55	32,317.80
SPG Center, LLC File No. 57331 Los Angeles, CA 90074-7331	6/23/2014 7/22/2014	14,681.47 14,681.47 ----- 29,362.64	14,681.47
Stonebriar Mall, LLC 2034 Collection Center Drive Chicago, IL 60693	6/23/2014 7/22/2014	10,941.71 10,941.71 ----- 21,883.42	10,187.64
SupplyOne Cleveland, Inc. PO Box 643784 Pittsburgh, PA 15264-3784	6/19/2014 6/26/2014 7/2/2014 7/10/2014 7/17/2014 8/7/2014 8/28/2014	7,597.65 2,930.19 4,545.16 4,103.97 10,526.77 13,159.37 13,410.32 ----- 56,273.43	13,500.57

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Tanger Outlets Deer Park LLC	6/23/2014	13,021.30	
c/o Tanger Outlet Centers	7/22/2014	13,136.58	
ATTN:Lease Administration	8/20/2014	13,185.69	
3200 Northline Avenue			
Suite 360			
Greensboro, NC 27408		39,343.57	0.00
Tanger Properties LTD Partnership	6/23/2014	11,435.86	
TWMB Assoc and COROC Entities	6/23/2014	10,438.03	
PO Box 414225	7/22/2014	11,444.56	
Boston, MA 02241-4225	7/22/2014	10,437.91	
	8/20/2014	11,438.77	
	8/20/2014	10,438.02	
		65,633.15	0.00
Tanger Properties LP	6/23/2014	7,552.70	
PO Box 414225	7/22/2014	7,552.70	
Boston, MA 02241-4225	8/20/2014	7,552.70	
		22,658.10	0.00
Tanger Properties LTD	6/23/2014	9,908.59	
TWMB Assoc and COROC Entities	7/22/2014	9,908.59	
PO Box 414225	8/20/2014	9,908.59	
Boston, MA 02241-4225		29,725.77	0.00
Target Ease International	7/9/2014	18,549.30	
11/F., Winful Industrial Bldg	7/9/2014	373,847.60	
1517 Tai Yip Street, Kwun Tong	7/15/2014	3,000.05	
HONG KONG	7/16/2014	48,677.54	
	7/22/2014	644,162.36	
	7/28/2014	138,784.69	
	8/5/2014	509,918.65	
	8/21/2014	523,807.64	
	8/27/14	43,689.53	
		2,304,437.36	3,432,331.18

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Taxware LLC	6/17/2014	52,109.00	
PO Box 347977	6/18/2014	3,043.21	
Pittsburg, PA 15251-4977	6/23/2014	7,765.83	
	7/10/2014	410.00	
	7/14/2014	64,231.22	
	7/18/2014	2,624.90	
	7/24/2014	67,242.74	
	8/7/2014	2,318.20	
	8/13/2014	89,586.22	
	8/18/2014	55,191.79	
	8/25/2014	8,224.21	
		352,747.32	178,490.91
The Buckner Company	9/10/14	5,672.00	
6550 S. Millrock Dr. Ste. 300			
Salt Lake City, UT 84121		5,672.00	0.00
The Irvine Company LLC	6/23/2014	8,802.50	
Retail Center: Irvine Spectrum	7/22/2014	9,628.80	
Dept 6058-062101	8/20/2014	9,215.65	
Los Angeles, CA 90084-6058		27,646.95	0.00
The Kids Watch Company LLC	8/15/2014	11,828.71	
c/o Magnolia Financial, Inc			
PO Box 16807			
Atlanta, GA 30321-0807		11,828.71	13,230.00
The Travelers Indemnity Company	6/26/2014	9,087.94	
CL Remittance Center	7/31/2014	9,087.94	
PO Box 660317			
Dallas, TX 75266-0317		18,175.78	1,461.53
Three West	6/23/2014	10,768.93	
C/O Investec Management Co.	7/22/2014	11,379.31	
200 East Carillo Street, Ste. 200	8/20/2014	10,768.93	
Santa Barbara, CA 93101		32,917.17	0.00
TJ Palm Beach Associates LP	6/23/2014	7,222.99	
Department 176401	7/22/2014	7,244.03	
PO Box 67000			
Detroit, MI 48267-0002		14,467.02	7,272.46

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
Towson Town Center	6/23/2014	11,385.26	
SDS-12-2891	7/22/2014	11,385.26	
PO Box 86			
Minneapolis, MN 55486-2891		22,770.52	11,385.26
Tyson Corner Holdings LLC	6/23/2014	20,770.61	
Tyson's Corner Holding LLC	7/22/2014	20,770.61	
Po Box 849554	8/20/2014	20,770.61	
Los Angeles, CA 90084-9554		62,311.83	0.00
UPS	6/19/2014	19,053.80	
Lockbox 577	6/26/2014	14,408.96	
Carol Stream, IL 60132-0577	7/2/2014	15,195.61	
	7/10/2014	15,725.28	
	7/14/2014	13,462.21	
	7/24/2014	17,103.81	
	7/31/2014	20,854.16	
	8/7/2014	12,999.19	
	8/15/2014	18,538.99	
	8/20/2014	33,960.41	
	8/28/2014	23,235.35	
	9/5/2014	27,706.27	
		256,118.92	67,667.88
U.S. Custom Services	6/23/2014	68,164.86	
PO Box 100769	7/23/2014	2,615.11	
Atlanta, GA 30304	7/23/2014	288,434.32	
	7/24/2014	3,252.59	
	8/22/2014	76,409.39	
	8/29/2014	154,403.15	
		593,279.42	284,442.08
UTC	6/23/2014	10,342.80	
Bank of America	7/22/2014	10,342.80	
File #55976			
Los Angeles, CA 90074-5976		20,685.60	7,345.08
VALLEY FAIR	6/23/2014	15,887.62	
BANK OF AMERICA	7/22/2014	15,509.90	
FILE # 55702			
LOS ANGELES, CA 90074-5702		31,397.52	15,509.90

STATEMENT OF FINANCIAL AFFAIRS**3. Payments to creditors**

Description	Dates of Payments	Amount Paid	Amount still owing
W. J. BYRNES & CO	6/27/2014	2,315.00	
PO Box 280205	7/10/2014	1,234.00	
San Francisco, CA 94128-0205	7/31/2014	2,307.50	
	8/7/2014	3,147.00	
		9,003.50	6,587.50
Wasatch Corporate Park, LLC	6/23/2014	16,418.62	
c/o SVN Management	7/2/2014	9,077.40	
PO Box 162224	7/22/2014	17,705.82	
Altamonte Springs, FL 32716-2224	8/20/2014	18,095.02	
		61,296.86	0.00
Washington Square	6/23/2014	12,846.14	
PPR Washington Square LLC	7/22/2014	12,846.14	
PO Box 849471	8/20/2014	12,846.14	
Los Angeles, CA 90084-9471		38,538.42	0.00
Washington State Department of Revenue	6/25/2014	10,269.09	
PO Box 34051	7/25/2014	8,292.88	
Seattle, WA 98124-1501	8/26/2014	9,381.40	
		27,943.37	14,674.06
West Field Garden State Plaza Limited Pt	6/23/2014	14,498.50	
PO Box 56816	7/22/2014	13,304.63	
Los Angeles, CA 90074-6816		27,803.13	13,304.63
Westcor SanTan Village LLC	6/23/2014	11,049.91	
SanTan Village Regional Center	7/22/2014	11,049.91	
PO Box 511249	8/20/2014	11,049.91	
Los Angeles, CA 90051-3048		33,149.73	0.00
Westfield Topanga Owner, LLC	6/23/2014	12,122.84	
c/o Bank of America File # 54734	7/22/2014	12,122.84	
Los Angeles, CA 90074-4734		36,368.52	12,122.84
Woodburn Premium Outlets LLC	6/23/2014	10,447.98	
7584 Solution Center	7/22/2014	10,517.33	
Chicago, IL 60677-7005	8/20/2014	10,005.43	
		30,970.74	0.00

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4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Dorsey & Whitney LLP	8/31/14	130,668.49
136 S. Main Street, Suite 1000	9/10/14	101,717.00 (including
Salt Lake City, UT 84101	9/11/14	bankruptcy filing fee)
		50,000.00
Victory Park	8/26/2014	100,000.00
227 West Monroe St. Suite 3900	8/29/2014	50,000.00
Chicago, IL 60606	9/2/2014	50,000.00
	9/4/2014	50,000.00
	9/8/2014	50,000.00
	9/12/2014	50,000.00
Stroock & Stroock & Lavan LLP	8/18/2014	50,000.00
180 Maiden Lane	8/26/2014	50,000.00
New York, NY 10038	9/5/14	75,000.00
Sierra Constellations Partners LLC	8/7/2014	40,000.00
400 South Hope Street, Suite 2050	8/18/2014	42,413.61
Los Angeles, CA 90071	8/28/2014	72,944.57
	9/5/2014	50,000.00
	9/10/2014	36,112.91
	9/12/2014	40,000.00

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Salus Capital Partners, LLC	10/17/13	Security interest in all of Naartjie's assets and
Attn: Daniel O'Rourke		65% interest in ZA One stock
197 First Avenue, Suite 250		
Needham Heights, MA 02494		

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

- ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None

- ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None

- ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None

- ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None

- ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None

- ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

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17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
ZA One (Pty) Ltd.	9039 (last four digits of South Africa tax reference number)	Block A, Black River Park North, 2 Fir Street, Obs SOUTH AFRICA	Retail sales of children's clothing	11/27/03 - present

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None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Stephen Ensign
Naartjie Kids
3676 California Ave Suite D-100
Salt Lake City, UT 84104

4/30/14 - present

Richard Wolfley
66 East 2050 North
Salt Lake City, UT 84104

10/25/06 - 3/10/14

Kelli Tapley
5468 W Sunshade Ct
Salt Lake City, UT 84120

10/25/06 - 4/18/14

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

Keddington & Christensen, LLC
5292 S. College Drive, Suite 102
Salt Lake City, UT 84123

Past two years

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

Salus Capital Partners, LLC
Attn: Daniel O'Rourke
197 First Avenue, Suite 250
Needham Heights, MA 02494

May 2014

Wells Fargo Bank, N.A.
299 S. Main Street, 9th Floor
Salt Lake City, UT 84111

May 2013 and May 2014

The Buckner Company
6550 S. Millrock, Suite 300
Salt Lake City, UT 84121

July 2013 and July 2014

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20. Inventories

None
☐

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
2/2/13	RGIS Inventory Specialists	\$5,235,736.57
2/1/14	RGIS Inventory Specialists	\$7,047,684.36

None
☐

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
2/2/13	Naartjie Custom Kids 3676 California Ave. Suite D-100 Salt Lake City, UT 84104
2/1/14	Naartjie Custom Kids 3676 California Ave. Suite D-100 Salt Lake City, UT 84104

21. Current Partners, Officers, Directors and Shareholders

None
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
See attached list		

22. Former partners, officers, directors and shareholders

None
☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None
☐

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Richard Wolfley 66 East 2050 North Salt Lake City, UT 84104	Corporate Secretary, Chief Financial Officer	3/10/14

STATEMENT OF FINANCIAL AFFAIRS**21. Current Partners, Officers, Directors and Shareholders**

Name and Address	Title	Nature and Percentage of Stock Ownership
Brent Bishop PO Box 767 Farmington, UT 84025	Director	3.05% of outstanding common stock and 15.93% of outstanding Series A Preferred stock
Chris Stone c/o Zions SBIC, L.L.C. c/o Wasatch Venture Fund 1 South Main Street, 8th Floor Salt Lake City, UT 84111	Director	Principal of Zions SBIC, LLC, which owns 9.96% of outstanding common stock, 35.03% of outstanding Series A Preferred stock, and 8.9% of outstanding Series B Preferred stock (6.52% of voting power of the Series B Preferred stock)
Glenn Wood 1807 Cottonwood Glen Salt Lake City, UT 84117	Chief Executive Officer	None
JB&C Family Limited Liability Company c/o Strong & Hanni PO Box 767 Farmington, UT 84025	Shareholder	6.49% of outstanding common stock and 3.57% of outstanding Series A Preferred stock
Jeff Nerland 11612 Laslucas Santa Ana, CA 92705	Chief Restructuring Officer	None
John K. Peltier c/o Damrell, Nelson, Schrimp, Pallios, Pacher & Silva 1601 I Street, 5th Floor Modesto, CA 95354	Shareholder	12.94% of outstanding common stock and 0.08% of outstanding Series A Preferred stock
Jorge Sandoval 6701 Wilson Ave. Los Angeles, CA 90001	Director	None
Joseph Choi 9229 W. Sunset Boulevard, Suite 900 West Hollywood, CA 90069	Director	None
Joseph Franceschi 2251 East High Ridge Lane Sandy, UT 84092	Director	3.63% of outstanding common and 0.12% of outstanding Series A Preferred stock
Keller Norris c/o Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W Sunset Boulevard, Suite 900 West Hollywood, CA 90069	Director	Principal of Nogales Investors Fund II, LP, which owns 87.4% of outstanding Series B Preferred stock

Name and Address	Title	Nature and Percentage of Stock Ownership
Luis Nogales c/o Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W Sunset Boulevard, Suite 900 West Hollywood, CA 90069	Director	Principal of Nogales Investors Fund II, LP, which owns 87.4% of outstanding Series B Preferred stock
Menderes Falknerstrasse 3, P.O. 176 Basel, Switzerland CH-4001 SWITZERLAND	Shareholder	18.36% of outstanding common stock and 12.50% of outstanding Series A Preferred stock
Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W Sunset Boulevard, Suite 900 West Hollywood, CA 90069	Shareholder	87.4% of outstanding Series B Preferred stock (90.8% of voting power of the Series B Preferred stock)
R. Gordon and Lee Gooding, JTWROS 3401 Lanai Drive San Ramon, CA 94582	Shareholder	14.07% of outstanding common stock
Zions SBIC, L.L.C. c/o Wasatch Venture Fund 1 South Main Street, 8th Floor Salt Lake City, UT 84111	Shareholder	9.96% of outstanding common stock, 35.03% of outstanding Series A Preferred stock, and 8.9% of outstanding Series B Preferred stock (6.52% of voting power of the Series B Preferred stock)

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23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR
Brent L Bishop
P.O. Box 767
Farmington, UT 84025
Director and shareholder

DATE AND PURPOSE
OF WITHDRAWAL

**4/9/14 - reimbursement of flight and
parking for meeting in LA with Nogales**

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY
\$443.80

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **September 26, 2014**

Signature **/s/ Jeff Nerland**
Jeff Nerland
Chief Restructuring Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Utah**

In re **Naartjie Custom Kids, Inc.**,
Debtor

Case No. **14-29666**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	10,199,003.64		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		12,703,694.75	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4		33,651.88	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	42		5,540,618.38	
G - Executory Contracts and Unexpired Leases	Yes	13			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		69			
Total Assets			10,199,003.64		
Total Liabilities				18,277,965.01	

**United States Bankruptcy Court
District of Utah**

In re **Naartjie Custom Kids, Inc.**,
Debtor

Case No. **14-29666**

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Naartjie Custom Kids, Inc.**Case No. **14-29666**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash in registers	-	25,600.00
		Undeposited checks	-	1,569.13
		Sales in transit	-	221,368.20
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Depository Account #0003, Bank of America	-	0.00
		Business Sweep Account #2757, Bank of America	-	5,915.72
		Inactive Checking Account #8293, Zion's Bank	-	1,689.14
		Depository Account #0782, U.S. Bank	-	0.00
		U.S. Bank Sweep Account #6939, U.S. Bank	-	2,655.68
		Depository Account #5415, BB&T	-	2,937.50
		Concentration Account #3204, Wells Fargo	-	0.00
		Main Account #8413, Wells Fargo	-	422,843.33
		Account for Writing Checks, Account #8421, Wells Fargo	-	1,984.88
		Payroll Account #4423, Wells Fargo	-	0.00
		Money Market Reserve Account #6119, Wells Fargo	-	74,153.76
		Canadian Account for payment in USD, Account #8400, Wells Fargo	-	16,445.92
		Canadian Concentration Account #8164, Wells Fargo - account had a \$44,180.49 CAD petition date balance. Current market value is based upon current conversion rate.	-	39,837.60
		Main Canadian Operating Account #3173, Wells Fargo	-	0.00
			Sub-Total > (Total of this page)	817,000.86

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Depository Account #7511, JP Morgan Chase Bank	-	5,186.21
		Depository Account #2216, MB Financial Bank	-	2,500.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Deposit for store #53 (Townson Town Center) Location: BGE, PO Box 13070, Philadelphia, PA 19101-3070	-	885.00
		Deposit for store #40 (Sevierville) Location: Sevier County Electric System, PO Box 4870, Sevierville, TN 37864	-	1,750.00
		Deposit for store #40 (Sevierville) Location: Sevier County Utility District, Department 1340, PO Box 2153, Birmingham, AL 35287-1340	-	200.00
		Deposit for store #49 (Myrtle Beach) Location: Santee Cooper, PO Box 188, Moncks Corner, SC 29461	-	800.00
		Deposit for store #55 (Friendly Center) Location: City of Greensboro, PO Box 26118, Greensboro, NC 27402-6118	-	200.00
		Deposit for store #59 (Oklahoma City) Location: OG&E, PO Box 24990, Oklahoma City, OK 73124-0090	-	350.00
		Deposits for store #61 (Rosemont) Location: ComEd, PO Box 611, Carol Stream, IL 00197-0111	-	355.00
		Lease deposit for store #10 Location: Three West, c/o Investor Mgmt Corp, 200 E Carillo St Ste 200, Santa Barbara, CA 93101	-	6,039.00
		Lease deposit for store #18 Location: The Irvine Company, 100 Innovation Drive, Irvine CA 92617	-	4,000.00
		Lease deposit for Burlingame office Location: Airport Corporate Center, 533 Airport Blvd #225, Burlingame, CA 94010	-	2,727.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			

Sub-Total > **24,992.21**
(Total of this page)

Sheet **1** of **4** continuation sheets attached to the Schedule of Personal Property

In re **Naartjie Custom Kids, Inc.**Case No. **14-29666**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% of the 1,426 outstanding shares of ZA One (Pty) Ltd.	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Tenant Improvement Allowance for Deer Park Store #42 - due 11/29/2014. Owed by: Tanger Factory Outlet Centers, Inc., 3200 Northline Avenue, Suite 360, Greensboro, NC 27408	-	10,000.00
		Jaybird Invoice #100-1075 Owed by:	-	5,902.35
Sub-Total > (Total of this page)				15,902.35

Sheet **2** of **4** continuation sheets attached to the Schedule of Personal Property

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor



SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)




Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Synclaire Invoice #100-1068 for reimbursement for legal fees. 90 days past due.	-	1,019.13
		Owed by: Synclaire Brands, Inc., 25 Newbridge Road, Suite 405, Hicksville, NY 11801		
		Credit Balance	-	282.00
		Owed by: Horne Construction, Inc., 525 S. 300 West, Salt Lake City, UT 84101		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		See attached list of trademarks	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		U.S. Merchandise License Agreement between Naartjie (as licensor) and Synclaire Brands, Inc. (as licensee) dated February 1, 2011	-	0.00
		U.S. Merchandise License Agreement between Naartjie (as licensor) and Soxnet Inc. (as licensee) dated October 28, 2010.	-	0.00
		Trademark License Agreement between Naartjie (as licensee) and Menderes Holdings Ltd. (as licensor) dated August 25, 2006.	-	0.00
			Sub-Total >	1,301.13
			(Total of this page)	

Sheet **3** of **4** continuation sheets attached to the Schedule of Personal Property



Naartjie Custom Kids, Inc. Trademark Portfolio Report

File Number Class/Description	Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076446.AU.01	Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design 	Australia Registered To Be Abandoned	655856 Mar 15, 1995	655856 Mar 15, 1995
24: Tissues (piece goods); bed and table covers; textile articles not included in other classes.					
T076140.CA.01	Naartjie Custom Kids, Inc.	NAARTJIE	Canada Registered	1,111,857 Aug 7, 2001	597549 Dec 15, 2003
25: Clothing for men, women, children and infants, namely, cloth bibs, panties, jumpsuits, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, bodysuits, pants, leggings, tights, shorts, t-shirts, tracksuits, dungarees, jackets, swimwear, hats, caps, sun visors, scarves, gloves, headbands, armbands, boots, shoes, slippers, sandals, socks and pajamas.					
35: Retail clothing stores.					
T076152.CN.01	Naartjie Custom Kids, Inc.	NAARTJIE	China Published	5421736 Jun 15, 2006	5421736 Oct 28, 2009
25: Clothing; baby clothing; raincoat; footwear; hats; hosiery; gloves (clothing); scarves; belts (clothing); swimsuits.					
T076155.CN.01	Naartjie Custom Kids, Inc.	NAARTJIE	China Registered	5421735 Jun 15, 2006	5421735 Sep 14, 2009
35: Demonstration of goods; advertisement; providing business information; sales promotion (for others); procurement services for others (purchasing goods and services for other businesses); import and export agencies.					
T076151.CN.01	Naartjie Custom Kids, Inc.	NAARTJIE (in Chinese Characters) 	China Registered	5421738 Jun 15, 2006	5421738 Oct 28, 2009
25: Clothing; baby clothing; raincoat; footwear; hats; hosiery; gloves (clothing); scarves; belts (clothing); swimsuits.					



Naartjie Custom Kids, Inc. Trademark Portfolio Report

File Number Class/Description	Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076156.CN.01	Naartjie Custom Kids, Inc.	NAARTJIE (in Chinese Characters) 	China Registered	5421737 Jun 15, 2006	5421737 Jul 21, 2010
35: Demonstration of goods; advertisement; providing business information; sales promotion (for others); procurement services for others (purchasing goods and services for other businesses); import and export agencies.					
T076150.CN.01	Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	China Published	5421734 Jun 15, 2006	5421734 Oct 28, 2009
25: Clothing; baby clothing; raincoat; footwear; hats; hosiery; gloves (clothing); scarves; belts (clothing); swimsuits.					
T076157.CN.01	Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	China Registered	5421733 Jun 15, 2006	5421733 Sep 14, 2009
35: Demonstration of goods; advertisement; providing business information; sales promotion (for others); procurement services for others (purchasing goods and services for other businesses); import and export agencies.					
T076147.EU.01	Naartjie Custom Kids, Inc.	NAARTJIE	European Union Registered	002322428 Jul 30, 2001	232428 Jul 30, 2001
25: Clothing, footwear, headgear.					
35: The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store.					
T076159.IN.01	Naartjie Custom Kids, Inc.	NAARTJIE	India Registered	1454300 May 26, 2006	1454300 May 26, 2006
25: Clothing, footwear, headgear.					
35: The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store; wholesale and retail services.					



Naartjie Custom Kids, Inc. Trademark Portfolio Report

File Number Class/Description	Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076158.IN.01	Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	India Registered	1454299 May 26, 2006	1454299 May 26, 2006
25: Clothing, footwear, headgear. 35: The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store; wholesale and retail services.					
T232385.IL.01	Naartjie Custom Kids, Inc.	NAARTJIE	Israel Registered	246050 Apr 22, 2012	246050 Feb 4, 2014
025: Clothing, footwear, headgear; clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and head wear and footwear, cloth bibs, panties, jumpsuits, bodysuits, pajamas, one-piece garments; all included in class 25.					
T076154.JP.01	Naartjie Custom Kids, Inc.	NAARTJIE	Japan Registered	2006-050188 May 31, 2006	5004625 Nov 17, 2006
25: Non-Japanese style outer clothing, coats, sweaters and the like, shirts and the like, nightwear, underwear (underclothing), swimwear (bathing suits), swimming caps (bathing caps), Japanese traditional clothing, aprons (clothing), collar protectors (for wear), socks and stockings, puttees and gaiters, fur stoles, shawls, scarves (scarf), Japanese style socks (Tabi), Japanese style socks (Tabi covers), gloves and mittens (clothing), babies' diapers of textile, neckties, neckerchiefs, bandanas (neckerchiefs), warmth-keeping supports, mufflers, ear muffs (clothing), hoods, sedge hats (Sugegasa), nightcaps, helmets (clothing), headgear for clothing, garters, sock suspenders, suspenders (braces), waistbands, belts for clothing, shoes and boots (other than "shoe dowels, shoe pegs, shoe handles, hobnails and shoe protective metal members"), shoe dowels, shoe pegs, tongue or pull strap for shoes and boots, hobnails, protective metal members for shoes and boots, Japanese style wooden clogs (Geta), Japanese style sandals (Zori), masquerade costumes, clothes for sports, boots for sports (other than "horse-riding boots"), horseriding boots.					
T076153.JP.01	Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	Japan Registered	2006-050187 May 31, 2006	5004624 Nov 17, 2006
25: Non-Japanese style outer clothing, coats, sweaters and the like, shirts and the like, nightwear, underwear (underclothing), swimwear (bathing suits), swimming caps (bathing caps), Japanese traditional clothing, aprons (clothing), collar protectors (for wear), socks and stockings, puttees and gaiters, fur stoles, shawls, scarves (scarf), Japanese style socks (Tabi), Japanese style socks (Tabi covers), gloves and mittens (clothing), babies' diapers of textile, neckties, neckerchiefs, bandanas (neckerchiefs), warmth-keeping supports, mufflers, ear muffs (clothing), hoods, sedge hats (Sugegasa), nightcaps, helmets (clothing), headgear for clothing, garters, sock suspenders, suspenders (braces), waistbands, belts for clothing, shoes and boots (other than "shoe dowels, shoe pegs, shoe handles, hobnails and shoe protective metal members"), shoe dowels, shoe pegs, tongue or pull strap for shoes and boots, hobnails, protective metal members for shoes and boots, Japanese style wooden clogs (Geta), Japanese style sandals (Zori), masquerade costumes, clothes for sports, boots for sports (other than "horse-riding boots"), horseriding boots.					




Naartjie Custom Kids, Inc. Trademark Portfolio Report

File Number Class/Description	Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076162.NZ.01	Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design 	New Zealand Registered To Be Abandoned	246638 Mar 9, 1995	246638 Mar 9, 1995
24: Tissues (piece goods); bed and table covers; textile articles not included in other classes.					
T076161.NZ.01	Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design 	New Zealand Registered To Be Abandoned	229234 Aug 11, 1993	229234 Aug 11, 1993
25: Clothing, including boots, shoes and slippers.					
T221528.SA.01	Naartjie Custom Kids, Inc.	NAARTJIE	Saudi Arabia Registered	165687 Mar 9, 2011	1400/96 Feb 11, 2013
25: Clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and head wear and footwear, cloth bibs, panties, jumpsuits, bodysuits, tracksuits, pajamas, one-piece garments.					
T216136.ZA.01	Naartjie Custom Kids, Inc.	JIE JIE	South Africa Registered	2010/09235 Apr 30, 2010	2010/09235 May 7, 2012
25: Clothing, including, baby bunting; children's and infant's cloth bibs, one-piece garments; and rompers; diaper covers; dresses; dungarees; gloves; jackets; jeans; jumpers; leggings; overalls; pants; scarves; shirts; shorts; skirts; sleepwear; socks; sweaters; sweat shirts; swimwear; tank tops; t-shirts; tights; underwear; head scarves; children's costumes; headbands; headwear; footwear.					
T216133.ZA.01	Naartjie Custom Kids, Inc.	NAARTJIE	South Africa Registered	2010/09233 Apr 30, 2010	2010/09233 Jan 5, 2012
25: Clothing, including, baby bunting; children's and infant's cloth bibs, one-piece garments; and rompers; diaper covers; dresses; dungarees; gloves; jackets; jeans; jumpers; leggings; overalls; pants; scarves; shirts; shorts; skirts; sleepwear; socks; sweaters; sweat shirts; swimwear; tank tops; t-shirts; tights; underwear; head scarves; headbands; headwear; footwear.					
T216138.ZA.01	Naartjie Custom Kids, Inc.	NAARTJIE	South Africa Registered	2010/09234 Apr 30, 2010	2010/09234 Jan 5, 2012
35: Advertising; business management; business administration; office functions; offering for sale and the sale of goods in the retail and wholesale trade, retail clothing stores, online retail clothing store services featuring clothing.					

Naartjie Custom Kids, Inc. Trademark Portfolio Report

File Number Class/Description	Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076145.GB.01	Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design 	United Kingdom Registered To Be Abandoned	2014637 Mar 17, 1995	2014637 Mar 17, 1995
24:	Tissues (piece goods); bed and table covers; loose covers for furniture, curtains of textile, face towels of textile, towels of textile, quilts, rags, table runners, serviettes of textile, table cloths of textile, table linen, table mats, table napkins of textile, towels of textile, upholstery fabrics.				
T076144.GB.01	Naartjie Custom Kids, Inc.	NAARTJIE	United Kingdom Registered	2266100 Apr 2, 2001	2266100 Apr 2, 2001
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store.				
T076143.GB.01	Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	United Kingdom Registered	2266098 Apr 2, 2001	2266098 Apr 2, 2001
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store.				
T201380.US.01	Naartjie Custom Kids, Inc.	JIE JIE	United States of America Registered	77/865,806 Nov 5, 2009	3958858 May 10, 2011
25:	Clothing, namely, dresses, shirts, skirts, t-shirts, headbands.				
T076130.US.01	Naartjie Custom Kids, Inc.	NAARTJIE	United States of America Registered	76/266,971 Jun 5, 2001	2634605 Oct 15, 2002
25:	Clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and headwear and footwear.				
35:	Retail clothing stores.				

Naartjie Custom Kids, Inc. Trademark Portfolio Report

File Number Class/Description	Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076127.US.01	Naartjie Custom Kids, Inc.	<p>NAARTJIE (Stylized)</p> 	United States of America Registered	76/266,899 Jun 5, 2001	2634604 Oct 15, 2002
<p>25: Clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves and headwear and footwear.</p> <p>35: Retail clothing stores.</p>					
T076555.US.01	Naartjie Custom Kids, Inc.	<p>NAARTJIE KIDS</p> 	United States of America Registered	77/770,363 Jun 29, 2009	3,866,388 Oct 26, 2010
<p>35: Retail clothing stores; online retail clothing store services featuring clothing for children and infants.</p>					
T076556.US.01	Naartjie Custom Kids, Inc.	<p>NAARTJIE KIDS & Design</p> 	United States of America Registered	77/770,476 Jun 29, 2009	3,866,389 Oct 26, 2010
<p>35: Retail clothing stores; online retail clothing store services featuring clothing for children and infants.</p>					

In re **Naartjie Custom Kids, Inc.**Case No. **14-29666**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Franchise Agreement between the Company (as franchisor) and Fawaz AbdulAziz Alhokair & Company (SJSC) (as franchisee) dated June 1, 2011.	-	0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer lists including names, addresses, email addresses, and order histories Retail Pro database - Inetz databases - Inetz Media Group, 1055 East 3900 South, Salt Lake City, UT 84124	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2014 BMW X5 (leased)	-	48,875.00
		2014 BMW 428i (leased)	-	34,675.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Computer software (value is book value)	-	99,247.47
		Computer hardware (value is book value)	-	38,287.81
		Office equipment (value is book value)	-	3,177.58
		Furniture (value is book value)	-	1,298,010.34
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery and equipment (value is book value)	-	11,680.01
30. Inventory.		Inventory (value based on cost as of 9/11/14)	-	7,805,853.88
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Leasehold improvements	-	0.00

Sub-Total > **9,339,807.09**
(Total of this page)

Total > **10,199,003.64**

(Report also on Summary of Schedules)

Sheet **4** of **4** continuation sheets attached
to the Schedule of Personal Property

In re **Naartjie Custom Kids, Inc.**Case No. **14-29666**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			April 29, 2011					
Bishop Special Asset Management, LLC c/o Brent Bishop P.O. Box 767 Farmington, UT 84025			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,453.64 *				350,933.61	0.00
Account No. xxxxxx3392			12/31/13					
BMW Financial Services PO Box 78103 Phoenix, AZ 85062-8103	X		Lease					
			2014 BMW 428i (leased)					
			Value \$ 34,675.00				45,484.24	10,809.24
Account No. xxxxxx0966			11/5/13					
BMW Financial Services PO Box 78103 Phoenix, AZ 85062-8103	X		Lease					
			2014 BMW X5 (leased)					
			Value \$ 48,875.00				50,950.60	2,075.60
Account No.			January 29, 2012					
Brent L Bishop Trust c/o Brent Bishop P.O. Box 767 Farmington, UT 84025			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,171.64 *				612,739.55	0.00
Subtotal (Total of this page)							1,060,108.00	12,884.84

2 continuation sheets attached

* value is approximate based upon Schedule B.

B6D (Official Form 6D) (12/07) - Cont.

In re Naartjie Custom Kids, Inc.Case No. 14-29666

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			April 29, 2011					
Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W. Sunset Boulevard, Suite 900 West Hollywood, CA 90069			Series C Preferred Stock Convertible Promissory Note - All property of the debtor					
			Value \$ 10,115,453.64 *				2,107,561.64	0.00
Account No.			August 1, 2011					
Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W. Sunset Boulevard, Suite 900 West Hollywood, CA 90069			Series C Preferred Stock Convertible Promissory Note - All property of the debtor					
			Value \$ 10,115,453.64 *				1,363,418.72	0.00
Account No.			September 2, 2011					
Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W. Sunset Boulevard, Suite 900 West Hollywood, CA 90069			Series C Preferred Stock Convertible Promissory Note - All property of the debtor					
			Value \$ 10,115,453.64 *				1,359,379.08	0.00
Account No.			March 7, 2012					
Nogales Investors Fund II, LP Attn: J. Keller Norris 9229 W. Sunset Boulevard, Suite 900 West Hollywood, CA 90069			Series C Preferred Stock Convertible Promissory Note - All property of the debtor					
			Value \$ 10,115,453.64 *				666,111.32	0.00
Account No.			October 17, 2013					
Salus Capital Partners, LLC Attn: Daniel O'Rourke 197 First Avenue, Suite 250 Needham Heights, MA 02494			Term loan - All property of the debtor					
			Value \$ 10,115,453.64 *				3,722,300.00	0.00
Subtotal							9,218,770.76	0.00
(Total of this page)								

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

* value is approximate based upon Schedule B.

B6D (Official Form 6D) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**Case No. **14-29666**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			April 29, 2011					
The B. Attitudes Foundation c/o Brent Bishop P.O. Box 767 Farmington, UT 84025			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,453.64 *				350,993.61	0.00
Account No.			August 1, 2011					
Zions SBIC, L.L.C. Attn: Chris Stone 15 West South Temple, Suite 500 Salt Lake City, UT 84101			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,453.64 *				697,786.76	0.00
Account No.			September 6, 2011					
Zions SBIC, L.L.C. Attn: Chris Stone 15 West South Temple, Suite 500 Salt Lake City, UT 84101			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,453.64 *				276,693.54	0.00
Account No.			March 7, 2012					
Zions SBIC, L.L.C. Attn: Chris Stone 15 West South Temple, Suite 500 Salt Lake City, UT 84101			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,453.64 *				135,542.77	0.00
Account No.			January 29, 2012					
Zions SBIC, L.L.C. Attn: Chris Stone 15 West South Temple, Suite 500 Salt Lake City, UT 84101			Series C Preferred Stock Convertible Promissory Note					
			- All property of the debtor					
			Value \$ 10,115,171.64 *				963,799.31	0.00
Subtotal							2,424,815.99	0.00
(Total of this page)								
Total							12,703,694.75	12,884.84

Sheet **2** of **2** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

* value is approximate based upon Schedule B.

(Report on Summary of Schedules)

B6E (Official Form 6E) (4/13) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Sales Tax					
City and County of Broomfield Sales Tax Administration Division PO Box 407 Broomfield, CO 80038-0407		-						2,620.65
								0.00
							2,620.65	0.00
Account No.								
City of Danbury Office fo the Tax Coll PO Box 237 Danbury, CT 06813		-						2,323.59
								0.00
							2,323.59	0.00
Account No.								
Colorado Department of Revenue Denver, CO 80261-0013		-						0.00
								0.00
							0.00	0.00
Account No.								
County of Fairfax Dept. of Taxation PO Box 10206 Fairfax, VA 22035-0206		-						2,646.63
								0.00
							2,646.63	0.00
Account No.								
Fulton County Tax Commissioner Arthur E. Ferdinand PO Box 105052 Atlanta, GA 30348-5052		-						1,253.67
								0.00
							1,253.67	0.00
Subtotal								8,844.54
(Total of this page)							8,844.54	0.00

Sheet **1** of **3** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Illinois Department of Revenue PO Box 19013 Springfield, IL 62794-9013		-					7,529.00	
							7,529.00	0.00
Account No.								
Maricopa County Treasurer Attn: Charles Hos Hoskins 301 W Jefferson RM 100 Phoenix, AZ 85003-2199		-					914.26	
							914.26	0.00
Account No.								
Mecklenburg County Tax Collec PO Box 71063 Charlotte, NC 28272		-					2,139.67	
							2,139.67	0.00
Account No.								
Minnesota Revenue Mail Station 1765 Saint Paul, MN 55145-1765		-					280.00	
							280.00	0.00
Account No.								
New York State Sales Tax PO Box 15168 Albany, NY 12212-5168		-					13,198.41	
							13,198.41	0.00
Subtotal								
(Total of this page)							24,061.34	0.00

Sheet **2** of **3** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
State of New Jersey - Division of Taxati revenue Processing Center PO Box 666 Trenton, NJ 08646-0666		-						746.00
							746.00	0.00
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal								746.00
(Total of this page)							746.00	0.00
Total								33,651.88
(Report on Summary of Schedules)							33,651.88	0.00

Sheet **3** of **3** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re **Naartjie Custom Kids, Inc.**Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. ABM 10250 Santa Monica Blvd. Los Angeles, CA 90067		-					930.00
Account No. Access Point Inc. PO Box 942447 Boston, MA 02284-2447		-					113.06
Account No. ADP Payroll, Inc. PO Box 78415 Phoenix, AZ 85062-8415		-	Payroll services				968.77
Account No. ADP Screening & Selection Services PO Box 645177 Cincinnati, OH 45264-5177		-					989.79
Subtotal (Total of this page)							3,001.62

41 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxxxxxxx8402		Security				
ADT Security Services PO Box 371878 Pittsburgh, PA 15250-7878						
	-					137.66
Account No. xxxxxxxxxx4108		Security				
ADT Security Services PO Box 371878 Pittsburgh, PA 15250-7878						
	-					121.59
Account No. xxxxxxxxxx4348		Security				
ADT Security Services PO Box 371878 Pittsburgh, PA 15250-7878						
	-					152.64
Account No. xxxxxxxxxx4676		Security				
ADT Security Services PO Box 371878 Pittsburgh, PA 15250-7878						
	-					134.67
Account No. xxxxxxxxxx7943		Security				
ADT Security Services PO Box 371878 Pittsburgh, PA 15250-7878						
	-					137.63
Sheet no. <u>1</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						684.19

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxx xxxxx3045		Security				140.31
ADT Security Services PO Box 371878 Pittsburgh, PA 15250-7878	-					
Account No.		Security services for online store				172.54
ADT Security Services Canada Inc. 615 - 18th Street S.E. Calgary, AB T2E 6J5 CANADA	-					
Account No.		Marketing				10,834.22
Affiliate Traction 2125 Delaware Avenue, Suite E Santa Cruz, CA 95060	-					
Account No.						2,550.76
Affiliate Traction Canada, Inc. 7676 Woodbine Ave, Suite 200 Markham, ON L3R 2N2 CANADA	-					
Account No.						165.00
Air Design Heating & Cooling LLC PO Box 900 Draper, UT 84020	-					
Sheet no. 2 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 13,862.83

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.	-		September 2014 Rent				9,252.20
Alderwood Mall LLC SDS - 12 -3019 PO Box 86 Minneapolis, MN 55486-3019							
Account No. xxxxx-x4020	-						357.01
Ameren - Missouri PO Box 66529 Saint Louis, MO 63166-6529							
Account No. xxxxx5284	-						841.81
APS PO Box 2906 Phoenix, AZ 85062-2906							
Account No. xxx xxx-xxxx 8916	-						197.68
AT&T PO Box 105414 Atlanta, GA 30348-5414							
Account No. xxx xxx xxxx 9653	-						245.98
AT&T PO Box 5001 Carol Stream, IL 60197-5001							
Subtotal (Total of this page)							10,894.68

Sheet no. 3 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx xxx xxxx 650 8						
AT&T PO Box 105414 Atlanta, GA 30348-5414	-					119.95
Account No. xxxxxxxxxxxxx1883						
AT&T PO Box 105262 Atlanta, GA 30348-5262	-					134.88
Account No. xxx xxxxxxxx5554						
AT&T PO Box 5025 Carol Stream, IL 60197-5025	-					1,116.90
Account No. xxx xxx xxx7 786						
AT&T PO Box 5082 Carol Stream, IL 60197-5082	-					234.48
Account No. xxxxxxxxxxxxx0453						
AT&T PO Box 105262 Atlanta, GA 30348-5262	-					278.94
Sheet no. 4 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,885.15

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx xxx xxxx x01 #31 AT&T PO Box 105068 Atlanta, GA 30348-5068	-					172.27
Account No. xxx xxx-xxxx xxx 1888 AT&T PO Box 105262 Atlanta, GA 30348-5262	-					191.87
Account No. xxx xxx xxxx xxx 1860 AT&T PO Box 105262 Atlanta, GA 30348-5262	-					178.43
Account No. xxx xxx-xxxx 829 9 AT&T PO Box 105414 Atlanta, GA 30348-5414	-					207.83
Account No. xxx xxx-xxxx 567 0 AT&T PO Box 105414 Atlanta, GA 30348-5414	-					296.25
Sheet no. 5 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 1,046.65

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx xxx-xxxx 126 5						
AT&T PO Box 105414 Atlanta, GA 30348-5414	-					251.55
Account No. xxx xxx xxxx xxx 1885						
AT&T PO Box 105262 Atlanta, GA 30348-5262	-					169.23
Account No. xxx xxx xxxx xxx 1885						
AT&T PO Box 5080 Carol Stream, IL 60197-5080	-					118.26
Account No. xxxxxx777-7						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					65.00
Account No. xxxxx6510						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					50.00
Sheet no. 6 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						654.04

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxx6917						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					85.00
Account No. xxxxxxxx-6 GD#4						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					75.00
Account No. xxxxx7330						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					60.00
Account No. xxxxx3269						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					60.00
Account No. xxxxx2916						
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	-					30.00
Sheet no. <u>7</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						310.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		September 2014 Rent				
Atlanta Outlet Shoppes LLC PO Box 809324 Chicago, IL 60680-9324	-					6,558.11
Account No.						
B-P Trucking PO Box 386 Ashland, MA 01721	-					433.95
Account No.						
Bay Area Executive Offices, Inc. 533 Airport Blvd., Suite 400 Burlingame, CA 94010	-					328.80
Account No.		Product				
BCNY International, Inc. 25 Newbridge Road, Ste. 405 Hicksville, NY 11801	-					177,867.75
Account No.						
Bell Canada PO Box 9000, Station Don Mills North York, ON M3C 2X7 CANADA	-					139.79
Sheet no. 8 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						185,328.40

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Bell Canada Customer Payment Center Box 3650, Station Don Mills Toronto, ON M3C 3X9 CANADA	-					68.55
Account No. xxxxxx0000						
BGE PO Box 13070 Philadelphia, PA 19101-3070	-					207.31
Account No.		September 19, 2002 10.5% Senior Subordinated Convertible Debenture (Series C-2002)				
Bill Rudisill 285 Tanglebrook Trail Eden, NC 27288	-					119,498.96
Account No.						
Bluebonnet Electric Cooperative PO Box 240 Giddings, TX 78942-0240	-					1,005.67
Account No.		September 2014 Rent				
Bridgewater Commons Mall II, LLC SDS-12-2893 PO Box 86 Minneapolis, MN 55486-2893	-					13,763.20
Sheet no. <u>9</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						134,543.69

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Canada Post Corporation Payment Processing, 2701 Riverside Drive Ottawa, ON K1A 1L7 CANADA	-					6,141.58
Account No.						
Canon Financial Services 14904 Collections Center Drive Chicago, IL 60693-0149	-					1,126.73
Account No.		September 2014 Rent				
Carolina Place, LLC SDS-12-3058 PO Box 86 Minneapolis, MN 55486-3058	-					8,266.68
Account No.		September 2014 Rent				
CBL - Friendly Center CMBS, LLC PO Box 74480 Cleveland, OH 44194-4480	-					8,479.53
Account No.						
Century City Mall, LLC c/o Bank of America File #7950 7950 Collection Center Drive Chicago, IL 60693	-					0.00
Sheet no. 10 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						24,014.52

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx-xxx-xxx1-66B CenturyLink PO Box 91155 Seattle, WA 98111-9255	-					165.40
Account No. xxx-xxx-xxxx 880B CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	-					32.06
Account No. xxxx6970 CenturyLink PO Box 52187 Phoenix, AZ 85072-2187	-					400.72
Account No. xxx-xxx-xxxx xx0B #12 CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	-					205.87
Account No. xxx-xxx-xxxx 181B CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	-					80.48
Sheet no. 11 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						884.53
Subtotal (Total of this page)						884.53

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx-xxx-xxxx-991B CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	-					184.04
Account No. xxx xxx-xxxxx11 #52 CenturyLink PO Box 91154 Seattle, WA 98111-9255	-					179.03
Account No. xxx-xxx-xxxx 017B CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	-					50.54
Account No. x-xxx-xxx-xxxx 879M CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	-					711.34
Account No. xxxxxxxxxxxx0777 Charter Communications PO Box 602229 Los Angeles, CA 90060-0029	-					75.00
Sheet no. 12 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 1,199.95

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
City of Greensboro PO Box 26118 Greensboro, NC 27402-6118	-					313.15
Account No. xxxx9579						
City of Palo Alto Utilities PO Box 7026 San Francisco, CA 94120-7026	-					445.93
Account No. xxxxxx-x6043						
City of Roseville PO Box 45807 San Francisco, CA 94145-0807	-					230.44
Account No.						
City of Woodburn 270 Montgomery St. Woodburn, OR 97071	-					50.00
Account No.						
ComEd PO Box 6111 Carol Stream, IL 60197-0111	-					274.26
Sheet no. 13 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,313.78

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
County of San Diego Dept of Agriculture, Weights & Meas 555 Overland Ave. Bldg. 3 San Diego, CA 92123-1292	-					145.00
Account No. xxx xxxx xxxxx1602						
Cox Communication PO Box 79172 Phoenix, AZ 85062	-					99.00
Account No. xxx xxx5 098						
CPS Energy PO Box 2678 San Antonio, TX 78289-0001	-					993.32
Account No.		Expense reimbursement				
Danielle Wood 6924 SW Tierra Del Mar Drive Beaverton, OR 97007	-					69.03
Account No. xxxxxx5745						
Duke Energy PO Box 70516 Charlotte, NC 28272-0516	-					298.98
Sheet no. 14 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,605.33

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxxxxxx93 #55						
Duke Energy PO Box 70516 Charlotte, NC 28272-0516	-					895.68
Account No.						
Eide Bailey LLP 5929 Fashion Point Drive, Suite 300 Ogden, UT 84403	-					95.40
Account No.						
Enbridge PO Box 650 Scarborough, ON M1K 5E3 CANADA	-					84.21
Account No.						
Enersource 3240 Mavis Road Mississauga, ON L5C 3K1 CANADA	-					280.08
Account No.						
Fairfax Company of Virginia LLC c/o Comerica Bank - Dept. 56501 PO Box 67000 Detroit, MI 48267-0565	-	September 2014 Rent				7,271.93
Sheet no. 15 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						8,627.30

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Fashion Outlets of Chicago LLC PO Box 848927 Los Angeles, CA 90084-8927	-					0.00
Account No.		September 2014 Rent				
Fashion Square Bank of America File #56991 Los Angeles, CA 90074-6991	-					7,571.25
Account No.						
Fixture Pronto 4120 Douglas Blvd., Suite 306-315 Granite Bay, CA 95746-6301	-					3,572.62
Account No.						
Forte of Utah c/o Forte North America Inc. 4376 S 700 E Ste 223 Salt Lake City, UT 84107	-					390.00
Account No. xxx-xxx-xxxx-xxx708-5						
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	-					234.65
Sheet no. 16 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						11,768.52

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx-xxx-xxxx-xxx708-5						
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	-					206.10
Account No. xxx-xxx-xxxx-xxx110-6						
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	-					172.08
Account No. xxxxxxxxxx-xxx1105						
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	-					162.49
Account No. xxxxxxxxxx-xxx8115						
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	-					157.18
Account No.		September 2014 Rent				
Galleria at Roseville PO Box 31001-0782 Lockbox 910782 Pasadena, CA 91110-0782	-					9,694.17
Sheet no. 17 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						10,392.02

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		-	November 21, 2002 10.5% Senior Subordinated Convertible Debenture (Series C-2002)				36,628.02
George Rankin 700 Carolina Ave. Lowell, NC 28098							
Account No. xxxxx-x0061		-					256.39
Georgia Power 96 Annex Atlanta, GA 30396-0001							
Account No.		-	September 2014 Rent				10,670.11
GGP Limited Partnership-Rouse Fashion PI SDS-12-2780 PO Box 86 Minneapolis, MN 55486-2780							
Account No.		-	September 2014 Rent				13,101.95
GGP Staten Island Mall LLC SDS-12-2730 PO Box 86 Minneapolis, MN 55486-2730							
Account No.		-	September 2014 Rent				10,486.01
Glendale I Mall Associates, LLC Glendale Galleria PO Box 860116 Minneapolis, MN 55486-0116							
Sheet no. <u>18</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							71,142.48
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Relocation expenses per employment agreement				
Glenn Wood 1807 Cottonwood Glen Salt Lake City, UT 84117	-					20,565.63
Account No.						
Green Planet 21, Inc. 5185 West Harold Gatty Dr. Salt Lake City, UT 84116	-					44.60
Account No.						
Griffin Publishing 3868 Pueblo Ave. Santa Barbara, CA 93110	-					1,305.00
Account No.						
Gwinnett County License and Revenue PO Box 1045 Lawrenceville, GA 30046	-					1,101.44
Account No.		September 2014 Rent				
Horizon Group Properties PO Box 809602 Chicago, IL 60691-0602	-					7,460.94
Sheet no. 19 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						30,477.61

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Web services				
Inetz Media Group 1055 East 3900 South Salt Lake City, UT 84124	-					24,387.75
Account No. xx9882						
Integra PO Box 2966 Milwaukee, WI 53201-2966	-					765.78
Account No.		July 29, 2008 Amended and Restated 10.5% Senior Subordinated Convertible Debenture (Series C)				
Joyce Summerville 3709 Huntington Drive Matthews, NC 28104	-					21,521.30
Account No.		July 29, 2008 Amended and Restated 10.5% Senior Subordinated Convertible Debenture (Series C)				
Julian Trust (Julian Marcus) Sloterweg 327 1171 VC Badhoevedorp THE NETHERLANDS	-					12,343.27
Account No.		September 2014 Rent				
La Cantera Retail Limited Partnership SDS-12-2532 PO Box 86 Minneapolis, MN 55486-2532	-					12,579.65
Sheet no. 20 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						71,597.75

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
LEI Customs Brokers Inc. 30 Midair Court Brampton, ON L6T 5V1 CANADA	-					11,789.11
Account No. xxxx-xxxx-3648						
LG&E PO Box 9001960 Louisville, KY 40290-1960	-					218.81
Account No. xxxx xxx0 69 3						
Long Island Power Authority (LIPA) PO Box 90939 Hicksville, NY 11802-9039	-					78.25
Account No. x-xx-xxxxxx-xxxxxx-xx-xxx5-8-01						
Los Angeles Dept of Water & Power PO Box 30808 Los Angeles, CA 90030-0808	-					666.56
Account No. TP#20						
Los Angeles Dept of Water & Power PO Box 30808 Los Angeles, CA 90030-0808	-					293.56
Sheet no. 21 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						13,046.29

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. x-xx-xxxxx-xxxxx-xx-xxx0-0-01							
Los Angeles Dept of Water & Power PO Box 30808 Los Angeles, CA 90030-0808		-					686.81
Account No.			September 2014 Rent				
Mall of Georgia, LLC PO Box 643741 Pittsburgh, PA 15264-3741		-					11,315.45
Account No.			August 9, 2001 10.5% Senior Subordinated Convertible Debenture (Series C-2001)				
Mark S. Rzepczynski 299 Lexington Rd Concord, MA 01742		-					59,351.04
Account No.							
Megan Bradshaw 10182 Chattel Circle South Jordan, UT 84095		-					1,462.13
Account No. xxx7154							
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324		-					163.28
Sheet no. 22 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							72,978.71

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxx7000						
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324	-					92.91
Account No. xxx0265						
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324	-					773.50
Account No.		Shipping				
Mid-America Overseas, Inc. 39033 Eagle Way Drive Chicago, IL 60678-1390	-					234,284.71
Account No.		Shipping for Canada online store				
Mid-America Overseas, Inc. 39033 Eagle Way Drive Chicago, IL 60678-1390	-					3,368.20
Account No.		September 2014 Rent				
Milpitas Mills Limited Partnership PO Box 409714 Atlanta, GA 30384-9714	-					11,068.30
Sheet no. 23 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						249,587.62

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		September 2014 Rent				
MOAC Mall Holdings LLC NW 5826 PO Box 1450 Minneapolis, MN 55485-5826	-					13,335.84
Account No.		September 2014 Rent				
Montgomery Mall LLC c/o Bank of America File #54738 Los Angeles, CA 90074-4738	-					9,390.95
Account No.						
Mood Media North America PO Box 602782 Charlotte, NC 28260-2782	-					49.60
Account No.						
Mood Media North America Ltd. PO Box 602782 Charlotte, NC 28260-2782	-					1,320.64
Account No.		September 2014 Rent				
Natick Mall, LLC SDS - 12 - 3111 PO Box 86 Minneapolis, MN 55486-3111	-					11,351.62
Sheet no. 24 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						35,448.65

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
National Accounts, Inc. PO Box 826369 Philadelphia, PA 19182-6359	-					1,687.27
Account No.						
National Grid PO Box 9037 Hicksville, NY 11802-9037	-					32.72
Account No.		September 2014 Rent				
North Point Mall, LLC SDS-12-3051 PO Box 86 Minneapolis, MN 55486-3051	-					10,864.81
Account No.		September 2014 Rent				
North Star Mall, LLC SDS-12-2770 PO Box 86 Minneapolis, MN 55486-2770	-					10,778.10
Account No. xxxx xxx 1120						
NSTAR PO Box 660369 Dallas, TX 75266-0369	-					358.74
Sheet no. 25 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						23,721.64

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxx096-1						
NW Natural PO Box 6017 Portland, OR 97228-6017	-					15.50
Account No.						
Office Depot PO Box 70025 Los Angeles, CA 90074-0025	-					8,458.92
Account No. xxxxxx038-6						
OG & E PO Box 24990 Oklahoma City, OK 73124-0990	-					690.42
Account No.						
Olympic III Mail Services PO Box 55287 Houston, TX 77255-5287	-					105.51
Account No.						
Oregon Department of Revenue PO Box 14780 Salem, OR 97309	-					500.00
Sheet no. 26 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						9,770.35

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Patricia Chatham 3620 Chilham Pl. Charlotte, NC 28226	-	July 29, 2008 Amended and Restated 10.5% Senior Subordinated Convertible Debenture (Series C)				172,948.75
Account No. xxxx xx14 06 Pepco PO Box 13608 Philadelphia, PA 19101	-					573.58
Account No. xxxxxxx6650 PG&E Box 997300 Sacramento, CA 95899-7300	-					796.26
Account No. xxxxxxxxxxxx7636 Portland GE PO Box 4438 Portland, OR 97208-4438	-					253.79
Account No. xxxx xxxxx xxx3366 Portland General PO Box 4438 Portland, OR 97208-4438	-					651.44
Sheet no. 27 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						175,223.82

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxx xx14 06						
Precision Graphics PO Box 236 Centerville, UT 84014-0236	-					21,184.40
Account No. xx xxx x10 04						
PSE&G Co. PO Box 14444 New Brunswick, NJ 08906-4444	-					208.30
Account No. xxxxxxxx1972						
Puget Sound Energy BOT-01H PO Box 91269 Bellevue, WA 98009-9269	-					38.39
Account No.						
Quest Resource Management Group, LLC MSC 30081 PO Box 415000 Nashville, TN 37241-5000	-					72.03
Account No. xxxxxx0625						
Questar Gas PO Box 45840 Salt Lake City, UT 84139-0001	-					22.71
Sheet no. 28 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						21,525.83

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			September 2014 Rent				7,793.57
Rancho Mall, LLC PO Box 72439 Cleveland, OH 44192		-					
Account No. x xxx 465 1							359.74
Reliant Energy PO Box 650475 Dallas, TX 75265-0475		-					
Account No.			Reimbursement of director fees				20,000.00
Remember LLC PO Box 767 Farmington, UT 84025		-					
Account No.							785.25
Rexel Capitol Light PO Box 418453 Boston, MA 02241-8453		-					
Account No.			July 29, 2008 Amended and Restated 10.5% Senior Subordinated Convertible Debenture (Series C)				10,842.31
Richard J. Burks 136 Fraley Road Statesville, NC 28625		-					
Sheet no. 29 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							39,780.87
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		July 29, 2008				
Rita Wood 1689 Turnersburg Highway Statesville, NC 28625	-	Amended and Restated 10.5% Senior Subordinated Convertible Debenture (Series C)				25,650.98
Account No. xxxxxxxx-002 9						
Rocky Mountain Power PO Box 26000 Portland, OR 97256-0001	-					3,204.82
Account No.		September 2014				
RPAI Southwest Management LLC 15105 Collections Center Dr. Chicago, IL 60693-5105	-	Rent				6,124.34
Account No.		September 2014				
SA Galleria IV, LP 1481 Paysphere Circle Chicago, IL 60674	-	Rent				16,671.68
Account No. xxxxxx7113						
Santee Cooper PO Box 188 Moncks Corner, SC 29461	-					378.21
Sheet no. 30 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						52,030.03

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxxxx9078 SDGE PO Box 2511 Santa Ana, CA 92799-5111	-					1,026.70
Account No. Secretary of State - Missouri 149 Park Central Square Room 624 Springfield, MO 65806	-					20.00
Account No. SEO What.com 207 Mapleridge Drive Mankato, MN 56001	-					2,275.00
Account No. xxxxx2001 Sevier County Electric System PO Box 4870 Sevierville, TN 37864	-					550.69
Account No. xxxx6001 Sevier County Utility District Department 1340 PO Box 2153 Birmingham, AL 35287-1340	-					16.05
Sheet no. 31 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 3,888.44

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		July 29, 2008				
Shannon Miller 18355 Kalabash Road Charlotte, NC 28278	-	Amended and Restated 10.5% Senior Subordinated Convertible Debenture (Series C)				57,074.25
Account No.		September 2014				
Shops at Mission Viejo LLC 7415 Solution Center Chicago, IL 60677-7004	-	Rent				8,682.50
Account No. x-xx-xxx-4883						
Southern California Edison PO Box 300 Rosemead, CA 91772-0001	-					550.82
Account No. xxxxxxxx43 IS						
Southern California Edison PO Box 300 Rosemead, CA 91772-0001	-					688.94
Account No.		September 2014				
Southpoint Mall LLC SDS-12-2886 PO Box 86 Minneapolis, MN 55486-2886	-	Rent				10,105.18
Sheet no. 32 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						77,101.69

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Product				
Soxnet, Inc. 235 South 6th Ave. La Puente, CA 91746	-					32,317.80
Account No.		Product for Canada online store				
Soxnet, Inc. 235 South 6th Ave. La Puente, CA 91746	-					2,245.80
Account No.		September 2014 Rent				
SPG Center, LLC File No. 57331 Los Angeles, CA 90074-7331	-					14,681.47
Account No.						
Standard Parking 1801 Avenue of the Stars, Suite 833 Los Angeles, CA 90067	-					465.00
Account No.		September 2014 Rent				
Stonebriar Mall, LLC 2034 Collection Center Drive Chicago, IL 60693	-					10,187.64
Sheet no. 33 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 59,897.71

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
SupplyOne Cleveland, Inc. PO Box 643784 Pittsburgh, PA 15264-3784	-					13,500.57
Account No. xxx2201						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					83.13
Account No. xxx2291						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					90.38
Account No. xxx2171						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					63.75
Account No. xxx2111						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					91.55
Sheet no. 34 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						13,829.38

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx2251						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					134.30
Account No. xxx7061						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					111.83
Account No. xxx8401						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					41.68
Account No. xxx0011						
Sustainable Solutions Group Dept 40299 PO Box 740209 Atlanta, GA 30374-0209	-					36.00
Account No.		Product				
Target Ease International 11/F., Winful Industrial Bldg. 1517 Tai Yip Street, Kwun Tong, HK HONG KONG	-					3,381,077.81
Sheet no. 35 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						3,381,401.62

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			Product for Canada online store				51,253.37	
Target Ease International 11/F., Winful Industrial Bldg. 1517 Tai Yip Street, Kwun Tong, HK HONG KONG	-							
Account No.							129.92	
Tax Free Shopping LTD 14665 Midway Road, Suite 150 Addison, TX 75001	-							
Account No.							178,490.91	
Taxware LLC PO Box 347977 Pittsburgh, PA 15251-4977	-							
Account No.							17,215.00	
The Buckner Group 6550 S. Millrock Dr., Ste.300 Salt Lake City, UT 84121	-							
Account No.							0.00	
The Irvine Company LLC Retail Center: Irvine Spectrum Dept 6058-062101 Los Angeles, CA 90084-6058	-							
Sheet no. <u>36</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	247,089.20

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
The Kids Watch Company LLC c/o Magnolia Financial, Inc. PO Box 16807 Atlanta, GA 30321-0807	-					13,230.00
Account No.		Insurance				
The Travelers Indemnity Company CL Remittance Center PO Box 660317 Dallas, TX 75266-0317	-					13,461.53
Account No.						
Three West c/o Investec Management Co. 200 East Carillo Street, Ste. 200 Santa Barbara, CA 93101	-					0.00
Account No. xxxxx9601						
Time Warner Cable Inc. PO Box 223085 Pittsburgh, PA 15251-2085	-					90.48
Account No. xxxxx0001						
Time Warner Cable Inc. PO Box 223085 Pittsburgh, PA 15251-2085	-					109.95
Sheet no. 37 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						26,891.96

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxx0301 Time Warner Cable Inc. PO Box 223085 Pittsburgh, PA 15251-2085	-					94.90
Account No. TJ Palm Beach Associates LP Department 176401 PO Box 6700 Detroit, MI 48267-0002	-	September 2014 Rent				7,272.46
Account No. Towson Town Center SDS-12-2891 PO Box 86 Minneapolis, MN 55486-2891	-	September 2014 Rent				11,385.26
Account No. xxxxxxxx7677 TXU Energy PO Box 650638 Dallas, TX 75265-0638	-					397.22
Account No. U.S. Customs Services PO Box 100769 Atlanta, GA 30304	-	Import fees				284,442.08
Sheet no. 38 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 303,591.92

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Uline PO Box 88741 Chicago, IL 60680-1741	-					777.58
Account No.		Shipping				
UPS Lockbox 577 Carol Stream, IL 60132-0577	-					67,667.88
Account No.		Shipping for Canada online store				
UPS Canada PO BOX 4900, Station A Toronto, ON M5W 0A7 CANADA	-					3,070.80
Account No.		September 2014 Rent				
UTC Bank of America File #55976 Los Angeles, CA 90074-5976	-					7,345.08
Account No.		September 2014 Rent				
Valley Fair Bank of America File # 55702 Los Angeles, CA 90074-5702	-					15,509.90
Sheet no. 39 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						94,371.24

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxxxxxxxxx990Y						
Verizon PO Box 4833 Trenton, NJ 08650-4833	-					202.42
Account No. xx xxxx xxxxxxxx5003						
Verizon Southwest PO Box 920041 Dallas, TX 75392-0041	-					229.60
Account No.						
W. J. Byrnes & Co. PO Box 280205 San Francisco, CA 94128-0205	-					6,587.50
Account No.						
Washington State Department of Revenue PO Box 34051 Seattle, WA 98124-1501	-					14,674.06
Account No.						
Waste Management of Canada Corporation PO Box 4205, Station A Toronto, ON M5W 5L4 CANADA	-					268.93
Sheet no. 40 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						21,962.51

B6F (Official Form 6F) (12/07) - Cont.

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		September 2014 Rent				13,304.63
West Field Garden State Plaza Limited Pt PO Box 56816 Los Angeles, CA 90074-6816	-					
Account No.		September 2014 Rent				12,122.84
Westfield Topanga Owner, LLC c/o Bank of America File #54734 Los Angeles, CA 90074-4734	-					
Account No.		Preparation of tax returns				6,500.00
White & Associates, LLC 11639 S 700 E, Suite 220 Draper, UT 84020	-					
Account No. xxxxxxxxxxx9327						316.39
XO Communications 14239 Collections Center Drive Chicago, IL 60693	-					
Account No.						
Sheet no. 41 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 32,243.86
(Report on Summary of Schedules)						Total 5,540,618.38

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Acces Point Inc. PO Box 842447 Boston, MA 02284-2447	Contract for internet services for Towson Town Centre store
Affiliate Traction 2125 Delaware Avenue, Suite E Santa Cruz, CA 95060	Online Performance Agency of Record Agreement
Airport Corporate Center 533 Airport Boulevard, Suite 225 Burlingame, CA 94010-2015	Lease of Satellite Office space located at 533 Airport Blvd. Suite 300, Burlingame, CA 94010
Alderwood Mall L.L.C. 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Alderwood Mall, 3000 184th Street SW, Space #0438, Lynnwood, WA 98037
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for internet and voice services for Valley Fair store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for voice services for Glendale store
AT&T PO Box 105068 Atlanta, GA 30348-5068	Contract for internet and voice services for U.T.C. store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for voice services for Sherman Oaks store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for voice services for Mission Viejo store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for internet and voice services for Century City store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for internet and voice services for Irvine store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for internet and voice services for Westfield Topanga store

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for internet and voice services for Oxmoor Centre store
AT&T PO Box 5082 Carol Stream, IL 60197-5082	Contract for internet and voice services for Danbury Fair store
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for internet and voice services for Wellington store
AT&T PO Box 105068 Atlanta, GA 30348-5068	Contract for voice services for Natick Mall store
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for internet and voice services for Mall of Georgia store
AT&T PO Box 105414 Atlanta, GA 30348-5414	Contract for internet and voice services for Houston Galleria store
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for internet and voice services for Sevierville Outlet store
AT&T PO Box 5001 Carol Stream, IL 60197-5001	Contract for internet and voice services for West County Centre store
AT&T PO Box 105414 Atlanta, GA 30348-5414	Contract for voice services for North Star Mall store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for internet and voice services for Stanford store
AT&T PO Box 5001 Carol Stream, IL 60197-5001	Contract for internet and voice services for Oak Park Mall store
AT&T PO Box 5025 Carol Stream, IL 60197-5025	Contract for voice services for Great Mall of Bay Area store
AT&T PO Box 105414 Atlanta, GA 30348-5414	Contract for internet and voice services for Stonebriar Centre store

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for internet and voice services for Friendly Centre store
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for internet and voice services for North Point Mall store
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for voice services for Outlet @ Oklahoma City store
AT&T PO Box 5080 Carol Stream, IL 60197-5080	Contract for voice services for Fashion Outlet of Chicago store
AT&T PO Box 105262 Atlanta, GA 30348-5262	Contract for voice services for Fashion Outlet of Atlanta store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet services for Glendale store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet services for Sherman Oaks store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet services for Mission Viejo store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet for North Star Mall Store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet for Great Mall of Bay Area store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet services for Outlet @ Oklahoma City store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet services for Fashion Outlet of Chicago store
AT&T U-verse PO Box 5014 Carol Stream, IL 60197-5014	Contract for internet services for Fashion Outlet of Atlanta store

In re Naartjie Custom Kids, Inc.

Case No. 14-29666

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Bridgewater Commons Mall II, LLC 110 N. Wacker Dr Chicago, IL 60606	Lease of retail space located at Bridgewater Commons, 400 Commons Way, Suite #2240, Bridgewater, NJ 08807
Business Village, LC c/o Brubaker Construction 7067 S. Commerce Park Dr. Midvale, UT 84047	Lease of corporate office space located at 3676 W. California Ave D-100, Salt Lake City, UT 84104
Business Village, LC c/o Brubaker Construction 7067 S. Commerce Park Dr. Midvale, UT 84047	Lease of retail space for the USA Website located at 3676 California Avenue, Suite D-101 Suite #D 101, Salt Lake City, UT 84104
Carolina Place, L.L.C. 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Carolina Place Mall, 11025 Carolina Place Parkway, Space #D-12, Pineville, NC 28134
CBL-FRIENDLY CENTER, LLC c/o CBL & Associates Management, Inc. 2030 Hamilton Place Blvd, Suite 500 Chattanooga, TN 37421-6000	Lease of retail space located at Friendly Center, 806 Friendly Center Road, Greensboro, NC 27408
Century City Mall, LLC 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield Century City, 10250 Santa Monica Blvd., Suite 1230, Los Angeles, CA 90067
CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	Contract for internet and voice services for Fashion Place Mall store
CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	Contract for internet and voice services for South Towne Mall store
CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	Contract for voice services for Corporate Office
CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	Contract for internet and voice services for Santan Village store
CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	Contract for internet and voice services for Flatiron Crossing store
CenturyLink PO Box 91155 Seattle, WA 98111-9255	Contract for internet and voice services for Woodburn Outlets store

In re Naartjie Custom Kids, Inc.

Case No. 14-29666

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
CenturyLink PO Box 29040 Phoenix, AZ 85038-9040	Contract for internet and voice services for San Marcos Outlet store
CenturyLink PO Box 91154 Seattle, WA 98111-9255	Contract for internet and voice services for Mall of America store
Charter Communications PO Box 60229 Los Angeles, CA 90060-0229	Contract for internet services for Rancho Cucamonga store
Comcast PO Box 1577 Newark, NJ 07101-1577	Contract for internet services for Natick Mall store
Commission Junction 4140 Solutions Center Chicago, IL 60677-4001	Contract for affiliate networks
Connect PR Corp dba Konnect Public Relations 888 S. Figueroa St., Ste. 630 Los Angeles, CA 90017	Service Agreement for public relations consulting services
Connecticut General Life Insurance Co. (a Cigna company) 900 Cottage Grove Road Bloomfield, CT 06002	Open Access Plus Medical Benefits Policies, renewed January 1, 2013
Consolidated Communications PO Box 969 Roseville, CA 95661-0969	Contract for internet and voice services for Roseville store
Cox Communication PO Box 79172 Phoenix, AZ 85062	Contract for internet services for Santa Barbara store
Cox Communication PO Box 79172 Phoenix, AZ 85062	Contract for internet and voice services for Fair Oaks store
Cox Communications - Phoenix PO Box 53249 Phoenix, AZ 85072-3279	Contract for internet services for The Outlets at Anthem store
Craig Realty Group - Anthem L.P. 4100 MacArthur Boulevard Suite 200 Newport Beach, CA 92660	Lease of retail space located at The Outlets at Anthem, 4250 West Anthem Way, Suite 560, Phoenix, AZ 85086
Craig RealtyGroup - Woodburn, LLC 4100 MacArthur Blvd. Suite 200 Newport Beach, CA 92660	Lease of retail space located at Woodburn Company (Outlet), 1001 Arney Rd., Suite #308, Woodburn, OR 97071

In re **Naartjie Custom Kids, Inc.**

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Danbury Mall, LLC Center Manager 7 Backus Avenue Danbury, CT 06810	Lease of retail space located at Danbury Fair, 7 Backus Avenue, Suite #C212, Danbury, CT 06810
Deer Park Enterprise, LLC c/o Tanger Outlet Centers 3200 Northline Avenue Suite 360 Greensboro, NC 27408	Lease of retail space located at Deer Park (Outlet), 1520 The Arches Circle, Deer Park, NY 11729
Eastview Mall, LLC 1265 Scottsville Road Rochester, NY 14624	Lease of retail space located at Eastview Mall, 7979 Pittsford-Victor Road, Suite #436, Victor, NY 14564
Fairfax Company of Virginia L.L.C. 200 East Long Lake Road P.O. Box 200 Bloomfield Hills, MI 48303-0200	Lease of retail space located at Fair Oaks, 11823U Fair Oaks Mall, Suite H-230, Fairfax, VA 2203
Fashion Outlets of Chicago LLC c/o The Talisman Companies Group LLC 355 Alhambra Circle, Suite 1250 Miami, FL 33134	Lease of retail space located at Fashion Outlets of Chicago, 5220 Fashion Outlet Way, Suite #1083, Rosemont, IL 60018
Fawaz AbdulAziz Alhokair & Co. (SJSC) Al Shemaisy Square PO Box Shemaisy Riyadh 11411 KINGDOM OF SAUDI ARABIA	Franchise Agreement between the Company (as franchisor) and Fawaz AbdulAziz Alhokair & Company (SJSC) (as franchisee) dated June 1, 2011.
Flatiron Property Holding, L.L.C. Management Office One West Flatiron Crossing D., Ste 1083 Broomfield, CO 80021	Lease of retail space located at Flatiron Crossing, One West Flatiron Crossing Dr., Suite 2202, Broomfield, CO 80021
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	Contract for internet and voice services for Washington Square store
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	Contract for internet and voice services for Redmond store
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	Contract for internet and voice services for Alderwood Mall store
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	Contract for internet and voice services for Eastview Mall store
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	Contract for internet and voice services for Myrtle Beach Outlets store

In re Naartjie Custom Kids, Inc.

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Frontier Communications PO Box 20550 Rochester, NY 14602-0050	Contract for internet and voice services for Southpoint store
GGP Staten Island Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Staten Island Mall, 2655 Richmond Avenue, Suite #1305, Staten Island, NY 10314
Glendale Mall Associates LLC 2148 Glendale Galleria Glendale, CA 91210	Lease of retail space located at Glendale Galleria, 1305 Glendale Galleria, Suite B004, Glendale, CA 91210
Hocker Oxmoor, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Oxmoor Center, 7900 Shelbyville Road, Space E-14, Louisville, KY 40222
Horizon Atlanta Outlet Shoppes LLC c/o Horizon Group Properties, L.P. 5000 Hakes Drive Suite 500 Muskegon, MI 49441	Lease of retail space located at The Outlet Shoppes at Atlanta, 915 Ridewalk Parkway, Suite 402, Woodstock, GA 30188
iContact LLC PO Box 418296 Boston, MA 02241-8296	Contract for email services
Inetz Corporation 1055 East 3900 South Salt Lake City, UT 84124	Dedicated Managed Hosting Agreement dated February 20, 2013.
Inland Southwest Management LLC 2901 Butterfield Road Oak Brook, IL 60523	Lease of retail space located at Southlake Town Square, 120 State Street, Southlake, TX 76092
Integra Telecom PO Box 2966 Milwaukee, WI 53201-2966	Contract for Corporate internet service
La Cantera Retail Limited Partnership 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at The Shops at La Cantera, 15900 La Cantera Parkway, Suite #9895, San Antonio, TX 78256
Macerich South Towne Limited Partnership c/o Macerich Company P.O. Box 2172 Santa Monica, CA 90406-2165	Lease of retail space located at South Towne Center, 10450 South State Street, Suite 1232, Sandy, UT 84070
Mall of Georgia, LLC c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438	Lease of retail space located at Mall of Georgia, 3333 Buford Dr., Suite 1017A, Buford, GA 30519

In re Naartjie Custom Kids, Inc.

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Mansell Group Inc. WhatCounts 75 Remittance Drive, Suite 6050 Chicago, IL 60675-6050	Master Agreement for e-mail marketing technology solutions
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324	Contract for internet services for Tysons Corner store
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324	Contract for internet services for Montgomery store
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324	Contract for internet and voice services for Garden State Plaza store
MegaPath Corporation Dept 0324 PO Box 120324 Dallas, TX 75312-0324	Contract for internet services for Deer Park Outlet store
Menderes Holdings Ltd. Falnerstrasse 3 Postfach 176 4001 Basel SWITZERLAND	Trademark License Agreement between Company (as licensee) and Menderes Holdings Ltd. (as licensor) dated August 25, 2006.
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Santa Barbara store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Rancho Cucamonga store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Tysons Corner store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for La Cantera store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Montgomery store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Riverhead Outlets store

In re Naartjie Custom Kids, Inc.

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Deer Park Outlet store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Towson Town Centre store
Metropolitan Telecommunications PO Box 9660 Manchester, NH 03108-9660	Contract for voice services for Carolina Place Mall store
Milpitas Mills Limited Partnership c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438	Lease of retail space located at Great Mall of Bay Area (Outlet), 210 Great Mall Drive, Suite #210, Milpitas, CA 95035
Mission Viejo Associates, L.P. c/o M.S. Management Associates Inc. National City Center 115 W. Washington Indianapolis, IN 46204	Lease of retail space located at The Shops at Mission Viejo, 660 The Shops at Mission Viejo, Floor 2 Space 660A, Mission Viejo, CA 92691
MOAC Mall Holdings LLC 60 East Broadway Minneapolis, MN 55425-5550	Lease of retail space located at Mall of America, 230 S. Avenue, Suite #S230, Bloomington, MN 55425
Montgomery Mall LLC 11601 Wilshire Boulevard, 11th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield Montgomery, 7101 Democracy Blvd., Space #2476, Bethesda, MD 20817
Natick Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Natick Mall, 1245 Worcester, Suite #2078, Natick, MA 01760
North Point Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at North Point Mall, 1094 North Point Circle, Space #1094, Alpharetta, GA 30022
North Star Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at North Star Mall, 7400 San Pedro, Space #460, San Antonio, TX 78216
Oak Park Mall, LLC 11149 West 95th Street Overland Park, KS 66214	Lease of retail space located at Oak Park Mall, 11413 West 95th Street, Suite #45, Overland Park, KS 66214
OK City Outlets, LLC c/o Horizon Group Properties, L.P. 5000 Hakes Drive Suite 500 Muskegon, MI 49441	Lease of retail space located at Outlet Shoppes at Oklahoma City, 7628 West Reno Avenue, Suite #105, Oklahoma City, OK 73127

In re **Naartjie Custom Kids, Inc.**

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
OPB Realty Inc. c/o 20 Vic Management 3620A Laird Road, Unit 7 Mississauga, Ontario L5L 6A8 CANADA	Lease of corporate office space located at 2880 Argentia Road, Unit #5, Mississauga, ON L5N 7X8
PPR Redmond Retail LLC Management Office 16495 N.E. 74th Street Redmond, WA 98052	Lease of retail space located at Redmond Town Center, 7335 164th Avenue NE, Space I-125, Redmond, WA 98052
PPR Washington Square LLC c/o Macerich Company P.O. Box 2172 Santa Monica, CA 90406-2165	Lease of retail space located at Washington Square, 9390 SW Washington Sq. Rd., Suite R09, Tigard, OR 97223
Qwest PO Box 29040 Phoenix, AZ 85038	Contract for voice services for The Outlets at Anthem store
Rancho Mall, LLC Terminal Tower 50 Public Square, Suite 1100 Cleveland, OH 44113	Lease of retail space located at Rancho Cucamonga, 12512 North Main Street, Rancho Cucamonga, CA 97139
Roseville Shoppingtown LLC 11601 Wilshire Blvd 12th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield Galleria @ Roseville, 1151 Galleria Blvd., Suite 169A, Roseville, CA 95678
Rouse-Fashion Place, LLC General Growth Properties, Inc. 10275 Little Patuxent Parkway Columbia, MD 21044	Lease of retail space located at Fashion Place, 6191 South State Street, Unit 262, Murray, UT 84107
SA Galleria IV, L.P. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438	Lease of retail space located at Houston Galleria, 5135 West Alabama, Space 5290, Houston, TX 77056
SEO What.com 207 Mapleridge Drive Mankato, MN 56001	Search Engine Optimization and Reporting Agreement
Sherman Oaks Fashion Associates, LP 11601 Wilshire Blvd, 12 Floor Los Angeles, CA 90025	Lease of retail space located at Sherman Oaks, 14006 Riverside Drive, Space 115, Sherman Oaks, CA 91423
Southpoint Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at The Streets at Southpoint, 6910 Fayetteville Road, Suite #261, Durham, NC 27713

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Soxnet, Inc. 235 South 6th Ave. La Puente, CA 91746	U.S. Merchandise License Agreement between the Company (as licensor) and Soxnet Inc. (as licensee) dated October 28, 2010.
SPG Center, LLC c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438	Lease of retail space located at Stanford Shopping Center, 180 El Camino Real, Suite #210, Palo Alto, CA 94304
Stonebriar Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Stonebriar Centre, 2601 Preston Rd., Suite #1022, Frisco, TX 75034
Synclaire Brands, Inc. 25 Newbridge Road, Suite 405 Hicksville, NY 11801	U.S. Merchandise License Agreement between the Company (as licensor) and Synclaire Brands, Inc. (as licensee) dated February 1, 2011.
Tanger Properties Limited Partnership 3200 Northline Avenue, Suite 360 Greensboro, NC 27408	Lease of retail space located at Riverhead (Outlet), 1770 West Main Street, Suite #404, Riverhead, NY 11901
Tanger Properties Limited Partnership 3200 Northline Avenue, Suite 360 Greensboro, NC 27408	Lease of retail space located at Sevierville (Outlet), 1645 Parkway, Suite 1130, Sevierville, TN 37862
Tanger Properties Limited Partnership 3200 Northline Avenue, Suite 360 Greensboro, NC 27408	Lease of retail space located at San Marcos (Outlet), 4015 I-35 South, Suite #920, San Marcos, TX 78666
The Irvine Company TIC Retail Properties-Irvine Spectrum DEPT. 0350 Los Angeles, CA 90084-0350	Lease of retail space located at Irvine Spectrum Center, 95 Fortune Drive, Suite 621, Irvine, CA 92618
Three West Carrillo Partners, L.P. 115 W. Canon Perdido, Suite 200 Santa Barbara, CA 93101	Lease of retail space located at Santa Barbara, 933 State Street, Santa Barbara, CA 93101
Time Warner Cable Inc. PO Box 223085 Pittsburgh, PA 15251-2085	Contract for internet services for La Cantera store
Time Warner Cable Inc. PO Box 223085 Pittsburgh, PA 15251-2085	Contract for internet and voice services for Staten Island Mall store
Time Warner Cable Inc. PO Box 223085 Pittsburgh, PA 15251-2085	Contract for internet services for Carolina Place Mall store

In re **Naartjie Custom Kids, Inc.**

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
TJ Palm Beach Associates LP 200 East Long Lake Road P.O. Box 200 Bloomfield Hills, MI 48303-0200	Lease of retail space located at The Mall at Wellington Green, 10300 W. Forest Hill Blvd., Suite #169, Wellington, FL 33414
Towson TC, LLC 110 N. Wacker Dr. Chicago, IL 60606	Lease of retail space located at Towson Town Center, 825 Dulaney Valley Rd., Suite #3360, Towson, MD 21204
TSYS Merchant Solutions, LLC 1601 Dodge St. Omaha, NE 68102	Merchant Transaction Processing Agreement dated March 5, 2012
TWMB Associates, LLC 3200 Northline Avenue, Suite 360 Wilmington, NC 28407	Lease of retail space located at Myrtle Beach Outlets, 10835 Kings Rd., Suite #704, Myrtle Beach, SC 29572
Tysons Corner Holdings LLC Center Manager 1961 Chain bridge Road Mc Lean, VA 22102	Lease of retail space located at Tysons Corner Center, 7964L Tysons Corner Center, Suite D-6L, McLean, VA 22102
University Towne Centre LLC 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield University Town Ctr., 4525 La Jolla Village Drive, Suite D-21, San Diego, CA 92122
Verizon PO Box 4833 Trenton, NJ 08650-4833	Contract for internet and voice services for Bridgewater store
Verizon PO Box 920041 Dallas, TX 75392-0041	Contract for internet and voice services for Southlake store
VF Mall LLC 11601 Wilshire Blvd 12th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield Valley Fair, 2855 Stevens Creek Blvd., Suite 1285, Santa Clara, CA 95060
Wells Fargo Bank, N.A. 299 S. Main Street, 9th Floor Salt Lake City, UT 84111	Payment Gateway User Agreement dated January 4, 2012.
West County Shoppingtown LLC 80 West County Centre Saint Louis, MO 63131	Lease of retail space located at West County Center, 53 W. County Center, Suite #1161, Des Peres, MO 63131
Westcor SanTan Village LLC 1411 North Tatum Boulevard Phoenix, AZ 85028	Lease of retail space located at Santan, 2174 E. Williams Field Rd., Suite 114, Gilbert, AZ 85296

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Westfield Garden State Plaza LP 11601 Wilshire Boulevard, 11th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield Garden State Plaza, 1 Garden State Plaza, Space #L7D, Paramus, NJ 07652
Westfield Topanga Owner LP 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 90025	Lease of retail space located at Westfield Topanga, 6600 Topanga Canyon Blvd., Suite 1017, Canoga Park, CA 91303
XO Communications 14239 Collections Center Drive Chicago, IL 60693	Contract for internet services for Corporate Office
XO Communications 14239 Collections Center Drive Chicago, IL 60693	Contract for Web Store internet service

In re **Naartjie Custom Kids, Inc.**

Case No. **14-29666**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Glenn Wood 1807 Cottonwood Glen Salt Lake City, UT 84117	BMW Financial Services PO Box 78103 Phoenix, AZ 85062-8103
Glenn Wood 1807 Cottonwood Glen Salt Lake City, UT 84117	BMW Financial Services PO Box 78103 Phoenix, AZ 85062-8103

**United States Bankruptcy Court
District of Utah**In re **Naartjie Custom Kids, Inc.**

Debtor(s)

Case No. **14-29666**Chapter **11****DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 69 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **September 26, 2014**Signature **/s/ Jeff Nerland****Jeff Nerland****Chief Restructuring Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.